

B6A (Official Form 6A) (12/07)

In re **Bentley Energy Corporation**

Case No. **10-0128**
(if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
14755 West Expressway 83, Cameron County 2.213 acre tract out of Block 142, Adams Gardens "C", Cameron County, TX	Fee simple		\$300,000.00	\$6,500,000.00

Total: **\$300,000.00**
(Report also on Summary of Schedules)

In re **Bentley Energy Corporation**Case No. **10-0128**
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Western National Bank 12800 San Pedro Avenue San Antonio, TX 78216-2045 Checking....1269	\$15,942.15
		Western National Bank 12800 San Pedro Avenue San Antonio, TX 78216 Checking....1129	\$40,666.41
		BBVA Compass Bank P.O. Box 192 Birmingham, AL 35201-0192 Checking....8673	\$16,001.49
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		

In re **Bentley Energy Corporation**Case No. **10-0128**
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Sonterra Energy Corporation Type of Business: Propane Sales Number of shares: 1,000 shares (100%)	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		See attached list (Exhibit "A")	Unknown

In re **Bentley Energy Corporation**

Case No. **10-0128**
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		

In re **Bentley Energy Corporation**Case No. **10-0128**
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 3*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See attached list (Exhibit "B" - List of Vehicles)	Unknown
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.		See attached list (Exhibit "C")	Unknown
30. Inventory.		Propane, Harlingen and Seguin, Texas	\$0.00
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 4

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
35. Other personal property of any kind not already listed. Itemize.		All of Debtor's Accounts, Contract Rights, General Intangibles, Equipment (including but not limited to the rolling stock listed on the attached Exhibit A), and Inventory.	\$2,541,515.00
<p style="text-align: right;">4 continuation sheets attached</p> <p>(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)</p>			Total > \$2,614,125.05

Case No. 10-0128
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

☐ Check if debtor claims a homestead exemption that exceeds \$136,875.

- ☐ 11 U.S.C. § 522(b)(2)
- ☐ 11 U.S.C. § 522(b)(3)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		\$0.00	\$0.00

B6D (Official Form 6D) (12/07)

In re **Bentley Energy Corporation**Case No. **10-0128**

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #:		DATE INCURRED: NATURE OF LIEN: Promissory Note COLLATERAL: Lone Star (HA) REMARKS:				\$716,667.00	
Bobby Cantrell PO Box 310 Rio Hondo, TX 78583		VALUE: \$716,667.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Fee Simple COLLATERAL: Unknown REMARKS:				\$486,045.61	
DCP DGL Services JP Morgan Chase Bank P.O. Box 201209 Houston, TX 77216-1209		VALUE: \$486,045.61					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Promissory Note COLLATERAL: Lone Star (HA) REMARKS:				\$716,667.00	
Garnett Causey PO Box 310 Rio Hondo, TX 78583		VALUE: \$716,667.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Promissory Note COLLATERAL: Marshall Propane REMARKS:				\$217,767.00	
M. Marshall		VALUE: \$217,767.00					
Subtotal (Total of this Page) >						\$2,137,146.61	\$0.00
Total (Use only on last page) >							

2 continuation sheets attached

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **Bentley Energy Corporation**Case No. **10-0128**

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xxx-xxxxxx6-000 Microsoft Financing CIT Technology Fin Serv., Inc. PO Box 550599 Jacksonville, FL 32255-0599		DATE INCURRED: NATURE OF LIEN: Promissory Note COLLATERAL: Computer Server REMARKS: VALUE: \$23,658.00				\$23,658.00	
ACCT #: Ted Vega PO Box 412 Rio Hondo, TX 78583		DATE INCURRED: NATURE OF LIEN: Trade Debt COLLATERAL: Lone Star (HA) REMARKS: VALUE: \$677,366.00				\$677,366.00	
Representing: Ted Vega		Jerry L. Stapleton Stapleton, Curtis & Boswell, LLP 515 East Harrison, Ste. A Harlingen, TX 78550				Notice Only	Notice Only
ACCT #: Valley Propane		DATE INCURRED: NATURE OF LIEN: Promissory Note COLLATERAL: Lone Star (HA) REMARKS: VALUE: \$31,033.00				\$31,033.00	
Sheet no. <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$732,057.00	\$0.00
Subtotal (Total of this Page) > Total (Use only on last page) >							

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **Bentley Energy Corporation**Case No. **10-0128**

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xx9502 Western National Bank 12800 San Pedro Avenue San Antonio, TX 78216-2045		DATE INCURRED: 11/07/2007 NATURE OF LIEN: Promissory Note COLLATERAL: Lone Star (HA) REMARKS: VALUE: \$2,541,515.00				\$2,541,515.00	
ACCT #: xx9770 Western National Bank 12800 San Pedro San Antonio, TX 78216		DATE INCURRED: 3/26/08 NATURE OF LIEN: Promissory Note COLLATERAL: Marshall Propane REMARKS: VALUE: \$2,541,515.00				\$787,137.00	\$787,137.00
ACCT #: xx0286 Western National Bank 12800 San Pedro San Antonio, TX 78216		DATE INCURRED: 8/08/08 NATURE OF LIEN: Promissory Note COLLATERAL: Furniture, fixtures & equipment REMARKS: VALUE: \$2,541,515.00				\$463,061.00	\$463,061.00
Sheet no. 2 of 2 continuation sheets attached to Schedule of Creditors Holding Secured Claims						Subtotal (Total of this Page) > Total (Use only on last page) >	\$3,791,713.00 \$6,660,916.61
							\$1,250,198.00 \$1,250,198.00

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (12/07)

In re **Bentley Energy Corporation**

Case No. **10-0128**
(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☒ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

☒ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

4 continuation sheets attached

In re **Bentley Energy Corporation**

Case No. 10-0128

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY	Contributions to employee benefit plans
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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #:			DATE INCURRED: 2009						
Landmark American Insurance Company			CONSIDERATION: Insurance Premium				\$26,567.35	\$26,567.35	\$0.00
			REMARKS:						
Sheet no. <u>1</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$26,567.35	\$26,567.35	\$0.00
Subtotals (Totals of this page) > Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)									
Totals > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)									

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY	Taxes and Certain Other Debts Owed to Governmental Units
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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #:			DATE INCURRED: 2009 CONSIDERATION: Taxes REMARKS:				\$15,701.56	\$15,701.56	\$0.00
Cameron County Tax Assessor-Collector c/o Diane W. Sanders Linebarger Goggan Blair & Sampson 2700 Via Fortuna Dr., Ste. 400 Austin, TX 78760-7428									
ACCT #:			DATE INCURRED: 2009 CONSIDERATION: Taxes REMARKS:				\$1,712.90	\$1,712.90	\$0.00
Cameron County Tax Assessor-Collector c/o Diane W. Sanders Linebarger Goggan Blair & Sampson 2700 Via Fortuna Dr., Ste. 400 Austin, TX 78760-7428									
ACCT #:			DATE INCURRED: 2009 CONSIDERATION: Taxes REMARKS:				\$235.27	\$0.00	\$235.27
Cathy C. Talcott, Tax Assessor-Collector 205 N. Seguin Avenue New Braunfels, TX 78130									
ACCT #: xxxxx9708			DATE INCURRED: 11/16/2009 CONSIDERATION: Texas Margin Tax for Report Year 2 REMARKS:				\$13,565.85	\$13,565.85	\$0.00
Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78774-9348									
ACCT #:			DATE INCURRED: CONSIDERATION: Taxes REMARKS:				\$2,147.37	\$2,147.37	\$0.00
Hays County Tax Office Ruth Clayton 102 LBJ, Courthouse Annex San Marcos, Texas 78666									
ACCT #:			DATE INCURRED: 2009 CONSIDERATION: Taxes REMARKS:				\$1,603.55	\$1,603.55	\$0.00
Kendall Appraisal District PO Box 788 Boerne, TX 78006-0788									
Sheet no. <u>2</u> of <u>4</u> continuation sheets							\$34,966.50	\$34,731.23	\$235.27
Subtotals (Totals of this page) >									
Total >									
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)									
Totals >									
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)									

B6E (Official Form 6E) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Taxes and Certain Other Debts Owed to Governmental Units

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: Office of Tavie Murphy Tax Assessor-Collector Guadalup Tax Office 307 W. Court Street Seguin, TX 78155		DATE INCURRED: 2009 CONSIDERATION: Taxes REMARKS:				\$266.55	\$266.55	\$0.00
ACCT #: Sylvia S. Romo, CPA, RTA 233 N. Pecos La Trinidad PO Box 839950 San Antonio, TX 78283-3950		DATE INCURRED: CONSIDERATION: Taxes REMARKS:				\$158.69	\$158.69	\$0.00
Sheet no. <u>3</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims Subtotals (Totals of this page) > Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.) Totals > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)						\$425.24	\$425.24	\$0.00

B6E (Official Form 6E) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Administrative allowances

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: Langley & Banack, Inc. 745 E Mulberry Ave. STE 900 San Antonio, TX 78212-3166		DATE INCURRED: 01/07/2010 CONSIDERATION: Attorney Fees REMARKS:				\$0.00	\$0.00	\$0.00
Sheet no. <u>4</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$0.00	\$0.00	\$0.00
Subtotals (Totals of this page) >						\$61,959.09		
Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)							\$61,723.82	\$235.27

B6F (Official Form 6F) (12/07)

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: A-1 Scale Service, Inc. 4807 NW Industrial Drive San Antonio, TX 78238		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$271.07
ACCT #: Adams Garden Irrigation District P.O. Box 148 Harlingen, TX 78551		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$66.30
ACCT #: ADT Security Services PO Box 650485 Dallas, TX 75265-0485		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$101.97
ACCT #: Aetna P.O. Box 894913 Los Angeles, CA 90189		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$7,451.40
ACCT #: AFLAC Insurance Company 1932 Wynnton Road Columbus, Georgia 31999-0797		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$532.93
ACCT #: Airgas Southwest P.O. Box 676031 Dallas, TX 75267-6031		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$41.35
Subtotal >						\$8,465.02
Total > (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

20 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Allstar Office Solutions PO Box 129 Santa Rosa, TX 78593		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$618.38
ACCT #: American Solutions for Business NW # 7794 PO Box 1450 Minneapolis, MN 55485-7794		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$8,777.38
ACCT #: AmeriPride Linen PO Box 9055 Corpus Christi, TX 78469-9055		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$364.67
ACCT #: Argus Security Systems PO Box 41425 Philadelphia, PA 19101		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$95.09
ACCT #: AT&T PO Box 650661 Dallas, TX 75265-0661		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$272.04
ACCT #: AT&T PO Box 650661 Dallas, TX 75265-0661		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$655.98
Sheet no. <u>1</u> of <u>20</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$10,783.54
<p align="center">Total > (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: AT&T Mobility P.O. Box 6463 Carol Stream, IL 60197-6463		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$442.43
ACCT #: Bergquist, Inc. PO Box 351330 Toledo, OH 43635-1330		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$655.98
ACCT #: Berry 100 Executive Parkway Hudson, OH 44236-1630		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$2,978.37
ACCT #: Bobby Cantrell P.O. Box 310 Rio Hondo, TX 78583		DATE INCURRED: 1/05/2010 CONSIDERATION: Promissory Note REMARKS: Promissory Note for the purchase of Lone Star Propane plus 2 months accrued interest.				\$727,416.66
ACCT #: Brownsville Communication Service PO Box 6155 Brownsville, TX 78523		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$219.86
ACCT #: Buffalo Business Products PO Box 185399 Fort Worth, TX 76181-0399		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$75.36
Sheet no. 2 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$731,788.66
<p align="right">Total ></p> <p align="center">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Business Card PO Box 15710 Wilmington, DE 79886-5710		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,820.08
ACCT #: Camacho's Auto Repair 4818 Eldridge San Antonio, TX 78237		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$857.30
ACCT #: Card Service Center PO Box 569100 Dallas, TX 75356-9100		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$4,479.87
ACCT #: Card Services PO Box 569100 Dallas, TX 75356		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$2,538.54
ACCT #: Card Services P.O. Box 569100 Dallas, TX 75356-9100		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$16,106.82
ACCT #: Carquest Auto Parts PO Box 849895 Dallas, TX 75284-9895		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$130.08
Sheet no. <u>3</u> of <u>20</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$25,932.69
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Central Air & Heat 2224 S. Sunshine Strip Suite 96, PMB #120 Harlingen, TX 78550		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$400.12
ACCT #: Centre Plaza PO Box 82552 Goleta, CA 93118-2552		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$18,572.00
ACCT #: City of San Antonio Development Services Department PO Box 839966 San Antonio, TX 78205		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$6.00
ACCT #: City of Seguin 205 N. River Seguin, TX 78155		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$198.61
ACCT #: Commercial Billing Service PO Box 2201 Decatur, AL 35609-2201		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,789.03
ACCT #: Compass Bank PO Box 192 Birmingham, AL 35201-0192		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$823.47
Sheet no. <u>4</u> of <u>20</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$21,789.23
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Continental Utility Solutions, Inc. PO Box 1515 Jonesboro, AR 72403-1515		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,299.00
ACCT #: Crown Janitorial Services PO Box 3388 Harlingen, TX 78551		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$545.20
ACCT #: Danny Payton Electric 27484 S. Bass Blvd. Harlingen, TX 78552		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$92.01
ACCT #: Dick Office Supply 1009 S. 77 Sunshine Strip Harlingen, TX 78550		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$149.19
ACCT #: Direct Energy PO Box 650272 Dallas, TX 75265-0272		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$663.42
ACCT #: Direct Propane Services PO Box 619 Manor, TX 78653-0619		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$27,128.48

Sheet no. 5 of 20 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$29,877.30

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
ACCT #:		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$146,834.98	
Enterprise Products PO Box 972866 Dallas, TX 75397-2866							
ACCT #:		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$159.36	
Ferguson Enterprises, Inc. PO Box 847411 Dallas, TX 75284-7411							
ACCT #:		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$40,085.98	
Ferrellgas PO Box 1003 Liberty, MO 64069							
ACCT #:		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$41.17	
First Source Servall PO Box 671589 Dallas, TX 75267-1589							
ACCT #:		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$2,729.62	
Gajeske, Inc. 2929 Antoine Drive Houston, TX 77092-7045							
ACCT #:		DATE INCURRED: 1/05/2010 CONSIDERATION: Promissory Note REMARKS: Promissory Note for purchase of Lone Star Propane plus deferred interest.				\$851,321.52	
Garnett Causey P.O. Box 310 Rio Hondo, TX 78583							
Sheet no. 6 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >	\$1,041,172.63
						Total >	
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Gas Equipment Company P.O. Box 29242 Dallas, TX 75229-0242		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$13,998.91
ACCT #: Gas Service Corp. 8707 Troga Pass Helotes, TX 78023		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,170.01
ACCT #: GCR Truck Tire Center 1402 N. 77 Sunshine Strip Harlingen, TX 78550		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$4,774.58
ACCT #: Gillman Auto Group PO Box 2246 Harlingen, TX 78551		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$104.00
ACCT #: GVEC PO Box 118 Gonzales, TX 78629-0118		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$131.58
ACCT #: Harlingen Waterworks PO Box 1950 Harlingen, TX 78551-1950		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$12.67
Sheet no. <u>7</u> of <u>20</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$20,191.75
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Henry's Cash & Carry PO Box 532376 Harlingen, TX 78553		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$33.60
ACCT #: IESI-Austin PO Box 141697 Austin, TX 78714		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$110.77
ACCT #: Ikon Financial Services PO Box 650016 Dallas, TX 75265-0016		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$329.75
ACCT #: Izquierdo Family Practice 24750 Stuart Place Rd Harlingen, TX 78552		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$100.00
ACCT #: JCF Communications 2300 South Lamar Blvd. Suite 105 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$122.21
ACCT #: Johnny's True Value 914 West Tyler Harlingen, TX 78550		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$44.35

Sheet no. 8 of 20 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$740.68

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: K Marketing, Inc. PO Box 2030 Canyon Lake, TX 78133		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$9,669.52
ACCT #: Ken's Automotive Supply 205 South Gate #3 Harlingen, TX 78552		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$473.77
ACCT #: Key Equipment PO Box 74713 Cleveland, OH 44194-0796		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$161.56
ACCT #: Lane McDuff PO Box 14311 Fort Worth, TX 76117		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,294.35
ACCT #: Lasar Lux PO Box 814 Mercedes, TX 78570		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$107.17
ACCT #: Leran Gas Products PO Box 404295 Atlanta, GA 30384-4295		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$2,855.91
Sheet no. 9 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$14,562.28
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Lone Star Paving Co. PO Box 91862 Austin, TX 78709-1862		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$2,994.50
ACCT #: Loyal American Life Insurance PO Box 1604 Duncan, OK 73534-1604		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$84.40
ACCT #: Luckey Feed Lot PO Drawer 1150 Devine, TX 78016		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$300.00
ACCT #: M&S Engineering, Ltd. PO Box 970 Spring Branch, TX 78070		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$3,247.50
ACCT #: Malone & Bailey 2925 Bnarpark Drive Suite 930 Houston, TX 77042		DATE INCURRED: CONSIDERATION: Attorney Fees REMARKS:				\$18,650.00
ACCT #: Marshall Distributing PO Box 200186 San Antonio, TX 78220		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$300.00
Sheet no. 10 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$25,576.40
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Marshall Propane PO Box 200186 San Antonio, TX 78220		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$18,345.29
ACCT #: Meeder Equipment Company PO Box 12446 Fresno, CA 93777-2446		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$46.26
ACCT #: Merrill Lynch P.O. Box 7247-0209 Philadelphia, PA 19170-0209		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$300.00
ACCT #: Michael Ward 13707 Bluffgate San Antonio, TX 78216		DATE INCURRED: 01/05/10 CONSIDERATION: Shareholder loan to company REMARKS:				\$145,130.86
ACCT #: Monroe Calculator Company Lockbox 52873 PO Box 8500 Philadelphia, PA 19178-2873		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$51.01
ACCT #: MS Marshall Propane, Inc. 4851 Emil San Antonio, TX 78216		DATE INCURRED: 01/05/10 CONSIDERATION: Promissory Note REMARKS: Promissory Note for the purchase of Marshall Propane plus 2 months accrued interest.				\$219,945.03
Sheet no. 11 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$383,818.45
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Neopost 30955 Huntwood Avenue Hayward, CA 94544		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$303.82
ACCT #: North American Satellite Corp. PO Box 1778 Goodlettsville, TN 37070-1778		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,282.25
ACCT #: O'Reilly Auto Parts PO Box 790098 St. Louis, MO 63179-0098		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$2,774.73
ACCT #: Ozarka PO Box 856680 Louisville, KY 40285-6680		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$67.18
ACCT #: Palmer Technology Solutions 206 W. Rhapsody San Antonio, TX 78216		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$1,324.53
ACCT #: Pedernales Electric Corp. PO Box 1 Johnson City, TX 78636		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$274.40

Sheet no. 12 of 20 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$6,026.91

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Pena's Electric Inc. 23899 Wilcox Road Harlingen, TX 78552		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$2,815.20
ACCT #: Pickett Systems PO Box 27, Dept. 00 Houston, TX 77001		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$25,129.16
ACCT #: Pitney Bowes Global Financial P. O. Box 856460 Louisville, KY 40285-6460		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$50.72
ACCT #: Property Tax Appeal & Service 5906 Fenway Road Corpus Christi, TX 78466-0162		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$1,190.00
ACCT #: Property Tax Appeal & Service 5906 Fenway Road Corpus Christi, TX 78466-0162		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$7,550.00
ACCT #: PSC 8408 North IH-35 Austin, TX 78753		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$540.65
Sheet no. <u>13</u> of <u>20</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$37,275.73
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Purchase Power PO Box 856042 Louisville, KY 40285		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,512.08
ACCT #: Queen City Laundry 546 South Illinois Mercedes, TX 78570		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$56.64
ACCT #: Raymond A. Waller 2209 Lincoln Drive Abilene, TX 79601		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$206.00
ACCT #: Raymond's Automatic Transmission 2714 East Harrison Harlingen, TX 78550		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,800.00
ACCT #: Reynaldo's Tire Shop P.O. Box 1545 Los Fresnos, TX 78566		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$231.00
ACCT #: RSC Equipment Rental PO Box 840514 Dallas, TX 75284-0514		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$242.83

Sheet no. 14 of 20 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$4,048.55

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Rural Computer Consultants 211 S. 10th Street PO Box 197 Bird Island, MN 55310		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$14,620.05
ACCT #: Safety Kleen Corp. PO Box 650509 Dallas, TX 75265-0509		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$148.50
ACCT #: SARMA 1801 Broadway San Antonio, TX 78215		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$43.24
ACCT #: Seguin Auto Parts, Inc. 123 W. Cedar Seguin, TX 78155		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$98.93
ACCT #: Seguin Diesel Truck Service 555 IH-10 East Seguin, TX 78155		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$3,692.88
ACCT #: Seguin Welding 12100 FM 725 Seguin, TX 78155		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$500.00

Sheet no. 15 of 20 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$19,103.60

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Sentry Technologies, Inc. PO Box 772258 Houston, TX 77215-2258		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$324.75
ACCT #: SGS Industrial Supplies 2771 Robindale Brownsville, TX 78526		DATE INCURRED: CONSIDERATION: Supplies REMARKS:				\$209.23
ACCT #: Sherwin Williams 550 N. Hwy 123, # 196 Seguin, TX 78155		DATE INCURRED: CONSIDERATION: Supplies REMARKS:				\$183.70
ACCT #: Sprint P.O. Box 660075 Dallas, TX 75266-0075		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$543.93
ACCT #: Sprint PO Box 660075 Dallas, TX 75266-0075		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$5,008.61
ACCT #: Star Welding Supply 733 N. Hwy 123 Bypass Seguin, TX 78155		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$391.83
Sheet no. 16 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$6,662.05
<p style="text-align: right;">Total ></p> <p style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</p>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Strasburger & Price, LLP Attorneys and Counselors PO Box 849037 Dallas, TX 75284-9037		DATE INCURRED: CONSIDERATION: Attorney Fees REMARKS:				\$15,527.59
ACCT #: Ted Vega PO Box 412 Rio Hondo, TX 78583		DATE INCURRED: CONSIDERATION: Promissory Note REMARKS:				\$825.00
ACCT #: Tejas Transport Co. PO Box 10427 Corpus Christi, TX 78460		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$1,766.96
ACCT #: Texas Excavation Safety System, Inc. PO Box 678058 Dallas, TX 75267-8058		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$134.90
ACCT #: Texas Propane Gas Association 8408 N. IH-35 Austin, TX 78753		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				Unknown
ACCT #: Texas Propane Marketing 8408 N. IH-35 Austin, TX 78753		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$4,800.00
Sheet no. <u>17</u> of <u>20</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >
						\$23,054.45
						Total >
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: The Petroleum Club 8620 N. New Braunfels San Antonio, TX 78217-6394		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS: Obligation paid by Bentley Oil & Gas Corporation				\$140.69
ACCT #: Time Warner Cable PO Box 660097 Dallas, TX 75266-0097		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$84.48
ACCT #: Trans Union, LLC PO Box 99506 Chicago, IL 60693-9506		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$10.32
ACCT #: Travis Downing 2612 Connie Drive Canyon Lake, TX 78133		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$780.00
ACCT #: Trimble Navigation Limited Dept. 33209 PO Box 39000 Sunnyvale, CA 94085		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$212.56
ACCT #: Valero Marketing & Supply Co. PO Box 300 Amarillo, TX 79105-0300		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$17,562.99
Sheet no. 18 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$18,791.04
<div style="text-align: right;"> Total > (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.) </div>						

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Valley Bottle Water 1401 SPID Corpus Christi, TX 78416		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$36.00
ACCT #: Valley Ditch Witch, Inc. 949 Cantwell Corpus Christi, TX 78407		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$29.99
ACCT #: Valley Propane, Inc. P.O. Box 2843 McAllen, TX 78502		DATE INCURRED: 01/05/10 CONSIDERATION: Promissory Note REMARKS: Promissory Note for the purchase of Valley Propane, Inc.				\$26,431.05
ACCT #: Victoria Steel Supply Inc. PO Box 967 Donna, TX 78537		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$84.88
ACCT #: Waste Management 4730 SE Loop 410 San Antonio, TX 78222		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$251.30
ACCT #: Yellow Book PO Box 6448 Carol Stream, IL 60197		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$6,653.94

Sheet no. 19 of 20 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$33,487.16

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Bentley Energy Corporation**

Case No. **10-0128**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Zee Medical PO Box 781591 Indianapolis, IN 46278-8591		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$213.69
ACCT #: ZEP Sales & Service PO Box 841508 Dallas, TX 75284-1508		DATE INCURRED: CONSIDERATION: Trade Debt REMARKS:				\$412.14
Sheet no. 20 of 20 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$625.83
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						Total > \$2,463,773.95

B6G (Official Form 6G) (12/07)

In re **Bentley Energy Corporation**Case No. **10-0128**
(if known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Centre Plaza PO Box 82552 Goleta, CA 93118-2552	Lease of San Antonio Administrative office Contract to be ASSUMED
EO & IE Sharp Family Partnership Ltd. d/b/a Sharp Family Partnership 108 Main Street Smithville, TX 78220	Property Lease Lease of Seguin office
Eric Orme 630 FR 180 Helotes, TX 78023	Lease storage site 150 feet of frontage along 410 Contract to be ASSUMED
Ernesto Galvan (Valley Propane)	Donna Office (month-to-month renewal) Contract to be ASSUMED
Gateway DS Ltd.	Lease Contract to be ASSUMED

In re **Bentley Energy Corporation**

Case No. **10-0128**
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 1

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p>Key Equipment PO Box 74713 Cleveland, OH 44194-0796</p> <p>Luckey Custom Feedlot, Inc. PO Box 200186 San Antonio, TX 78220</p> <p>Marshall Distributing PO Box 200186 San Antonio, TX 78220</p> <p>MN Marshall Propane, Inc. 4851 Emil San Antonio, TX 78216</p> <p>Olivera Garza P.O. Box 2843 McAllen, TX 78502</p>	<p>Equipment Lease (month-to-month) Copier lease Contract to be ASSUMED</p> <p>Lease of 12,000 gallon storage tank Contract to be ASSUMED</p> <p>Office Lease (Emil Road) Contract to be ASSUMED</p> <p>Commercial Lease - Storage Facility Lease Contract to be ASSUMED</p> <p>Storage Lease Lease Donna Storage Contract to be ASSUMED</p>

B6G (Official Form 6G) (12/07)

In re **Bentley Energy Corporation**

Case No. **10-0128**
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 2

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Santex International Trucks Idealease of San Antonio 4300 Highway 90 East San Antonio, TX 78219	Lease of truck with platform crane, including maintenance Contract to be ASSUMED

B6H (Official Form 6H) (12/07)

In re **Bentley Energy Corporation**Case No. **10-0128**

(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re **Bentley Energy Corporation**Case No. **10-0128**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$300,000.00		
B - Personal Property	Yes	5	\$2,614,125.05		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	3			
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	5			
F - Creditors Holding Unsecured Nonpriority Claims	Yes	21			
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		39	\$2,914,125.05	\$9,186,649.65	

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re **Bentley Energy Corporation**

Case No. **10-0128**
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the **President and CEO** of the **Corporation**
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
41 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date **01/29/2010**

Signature **/s/ Michael R. Ward**
Michael R. Ward
President and CEO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

In re: **Bentley Energy Corporation**Case No. 10-0128
(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

- None ☒ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

2. Income other than from employment or operation of business

- None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

- None ☒ a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)
- None ☒ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)
- None ☒ c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☒ a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)
- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

In re: **Bentley Energy Corporation**Case No. 10-0128
(if known)**STATEMENT OF FINANCIAL AFFAIRS***Continuation Sheet No. 1***6. Assignments and receiverships**

- None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

- None ☒ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

- None ☒ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

- None ☒ b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

In re: **Bentley Energy Corporation**Case No. 10-0128
(if known)**STATEMENT OF FINANCIAL AFFAIRS***Continuation Sheet No. 2***13. Setoffs**

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None ☒ If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

In re: **Bentley Energy Corporation**Case No. 10-0128
(if known)**STATEMENT OF FINANCIAL AFFAIRS***Continuation Sheet No. 3***18. Nature, location and name of business**

None



a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

None



b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None



a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

None



b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

None



c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

None



d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

20. Inventories

None



a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None



b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

In re: **Bentley Energy Corporation**Case No. 10-0128
(if known)**STATEMENT OF FINANCIAL AFFAIRS***Continuation Sheet No. 4***21. Current Partners, Officers, Directors and Shareholders**

None



a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None



b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

22. Former partners, officers, directors and shareholders

None



a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

None



b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None



If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

24. Tax Consolidation Group

None



If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

25. Pension Funds

None



If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 01/29/2010Signature /s/ Michael R. Ward
Michael R. Ward
President and CEO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.
18 U.S.C. §§ 152 and 3571